



Exhibit D – Compensation to Siemens

Article 1: Payment for Work by SIEMENS

The CITY’s installation project total is \$22,964,693 of which \$11,346,125 is Direct Purchase of Equipment from vendors and \$11,618,568 is the Contract Sum due to SIEMENS for the Work.

The CITY has agreed to deposit the Contract Sum into an Escrow Account at a financial institution satisfactory to both the CITY and SIEMENS. All expenses to establish the Escrow Account shall be a project cost to the CITY and the CITY will receive all interest earnings from the Escrow Account.

Article 2: Payment for post-installation Services provided by Siemens

As full consideration of the PASP, which includes Measurement & Verification (M&V) Services described in Exhibit N and the maintenance services set forth in Exhibit I, the CITY shall pay to SIEMENS the amounts identified in Table D.1 plus taxes, if applicable, at the commencement of each Annual Period.

Term: The term of the PASP shall commence upon the Guarantee Date and shall extend for each Annual Period as set forth in Article 4.4 of the Agreement unless earlier terminated or cancelled as set forth in the Agreement.

Automatic Renewal: The PASP shall automatically renew for successive annual periods consistent with Article 4 of the Agreement. Either party may request to amend the PASP at the end of an Annual Period by giving the other party at least sixty (60) days prior written notice of such amendments and such amendment shall be mutually negotiated by the Parties and effective upon a written amendment signed by both Parties prior to commencement of the next Annual Period. Each automatic renewal shall be and remain subject to the terms and conditions of the Agreement.

TABLE D.1 PASP BILLING SCHEDULE

Services and Maintenance:	Description of Deliverable	Cost (annual payments)
Year 1	PASP	\$78,637
Year 2	PASP	\$64,507
Year 3	PASP	\$78,709
Year 4	PASP	\$68,422
Year 5	PASP	\$83,872
Year 6	PASP	\$73,080
Year 7	PASP	\$90,424
Year 8	PASP	\$78,580
Year 9	PASP	\$97,472
Year 10	PASP	\$84,470
Year 11	PASP	\$105,054